

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

YELLOW CORPORATION, *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 23-11069 (CTG)  
)  
) (Jointly Administered)  
)  
)  
) **Re: Docket Nos. 22, 444**

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**CERTIFICATION OF COUNSEL REGARDING REVISED ORDER (I)(A)  
APPROVING BIDDING PROCEDURES FOR THE SALE OR SALES OF THE  
DEBTORS' ASSETS; (B) SCHEDULING AUCTIONS AND APPROVING THE FORM  
AND MANNER OF NOTICE THEREOF; (C) APPROVING ASSUMPTION  
AND ASSIGNMENT PROCEDURES, (D) SCHEDULING SALE  
HEARINGS AND APPROVING THE FORM AND MANNER OF NOTICE  
THEREOF; (II)(A) APPROVING THE SALE OF THE DEBTORS' ASSETS  
FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES  
AND (B) APPROVING THE ASSUMPTION AND ASSIGNMENT OF EXECUTORY  
CONTRACTS AND UNEXPIRED LEASES; AND (III) GRANTING RELATED RELIEF**

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The undersigned hereby certifies that:

1. On August 7, 2023, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Motion of the Debtors for Entry of an Order (I)(A) Approving Bidding Procedures for the Sale or Sales of the Debtors' Assets; (B) Scheduling an Auction and Approving the Form and Manner of Notice Thereof; (C) Approving Assumption and Assignment Procedures, (D) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of*

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

*Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* (the “Motion”)<sup>2</sup> [Docket No. 22], which attached the proposed Bidding Procedures Order to approve, among other things, the Bidding Procedures attached thereto as Exhibit A.

2. Pursuant to the notice of hearing on the Motion [Docket No. 378], objections to the Motion were due to be filed on or before September 8, 2023 at 4:00 p.m. (ET) (the “Objection Deadline”) and a hearing on the Motion was scheduled for September 15, 2023 at 11:30 a.m. (ET) (the “Hearing”).

3. On September 11, 2023, the Debtors filed the *Notice of Filing of Revised Order (I)(A) Approving Bidding Procedures for the Sale or Sales of the Debtors' Assets; (B) Scheduling Auctions and Approving the Form and Manner of Notice Thereof; (C) Approving Assumption and Assignment Procedures, (D) Scheduling Sale Hearings and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 444] (the “Notice”) attaching a form of revised Bidding Procedures Order.

4. The Debtors have further revised the Bidding Procedures Order that was attached to the Notice (the “Further Revised Order”) and have circulated to the key parties noted below and the parties that filed responses, reservations of rights, or joinders.

5. Attached hereto as **Exhibit A** is the Further Revised Order which attaches a further revised version of the Bidding Procedures at Exhibit 1 thereto. Attached hereto as **Exhibit B** is a redline of the Further Revised Order reflecting changes against Bidding Procedures Order filed with the Notice.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning given to them in the Motion.

6. The following parties have consented to, or do not object to, entry of the Further Revised Order: (i) the Junior DIP Secured Parties, (ii) the B-2 Secured Parties (including the Prepetition B-2 Secured Parties and the Postpetition B-2 Secured Parties), (ii) the Prepetition ABL Secured Parties, (iv) the Prepetition UST Secured Parties, (v) the Creditors' Committee, (vi) the Office of the United States Trustee, and (vii) the Real Estate Stalking Horse Bidder.

7. In addition, the below parties (the "Responding Parties") filed responses, reservations of rights, or joinders. The Responding Parties have resolved their concerns or otherwise do not object to entry of the Further Revised Order.

Docket No.	Party:
412	PACCAR Financial Corp.
417	Chubb Companies
424	Peapack Capital Corporation
426	Orange Batavia I, LLC
430	East West Bank
432	Valley National Bank
434	Multnomah County, Oregon
436	Hawkey Transportation
439	PPF Sudberry Ocean View Hills, L.P.
527	Wintrust Commercial Finance

8. Accordingly, the Debtors respectfully request entry of the Further Revised Order at the Court's earliest convenience.

Dated: September 14, 2023  
Wilmington, Delaware

/s/ Laura Davis Jones

Laura Davis Jones (DE Bar No. 2436)

Timothy P. Cairns (DE Bar No. 4228)

Peter J. Keane (DE Bar No. 5503)

Edward Corma (DE Bar No. 6718)

**PACHULSKI STANG ZIEHL & JONES LLP**

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, Delaware 19801

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Email: ljones@pszjlaw.com

tcairns@pszjlaw.com

pkeane@pszjlaw.com

ecorma@pszjlaw.com

Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)

David Seligman, P.C. (admitted *pro hac vice*)

Whitney Fogelberg (admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

300 North LaSalle

Chicago, Illinois 60654

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: patrick.nash@kirkland.com

david.seligman@kirkland.com

whitney.fogelberg@kirkland.com

-and-

Allyson B. Smith (admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: allyson.smith@kirkland.com

*Proposed Co-Counsel for the Debtors and Debtors in Possession*